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*Proposed Attorneys for Debtors
and Debtors in Possession*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION,

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric
Company
☒ Affects both Debtors

** All papers shall be filed in the Lead
Case, No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11

(Lead Case)

(Jointly Administered)

**DECLARATION OF SHAI Y. WAISMAN IN
SUPPORT OF APPLICATION PURSUANT TO 11
U.S.C. § 327 FOR AN ORDER AUTHORIZING
EMPLOYMENT AND RETENTION OF PRIME
CLERK LLC AS ADMINISTRATIVE ADVISOR
NUNC PRO TUNC TO THE PETITION DATE**

Date: April 9, 2019

Time: 9:30 a.m. (Pacific Time)

Place: United States Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

I, Shai Y. Waisman, make this declaration (the “**Declaration**”) ¹pursuant to 28 U.S.C. § 1746, and state:

I am Chief Executive Officer of Prime Clerk LLC (“**Prime Clerk**”), a chapter 11 administrative services firm whose headquarters are located at 830 3rd Avenue, 9th Floor, New York, New York 10022. I submit this Declaration in connection with the Application, submitted on the date hereof (the “**Section 327 Application**”), of PG&E Corporation (“**PG&E Corp.**”) and Pacific Gas and Electric Company (the “**Utility**”), as debtors and debtors in possession (collectively, the “**Debtors**”) in the above-captioned chapter 11 cases (the “**Chapter 11 Cases**”), for authority to employ and retain Prime Clerk as administrative advisor for the Debtors (“**Administrative Advisor**”), *nunc pro tunc* to the Petition Date (as defined below). I am duly authorized to execute this Declaration on behalf of Prime Clerk. Unless otherwise stated in this Declaration, I have personal knowledge of the facts set forth herein.

Prime Clerk is comprised of leading industry professionals with significant experience in both the legal and administrative aspects of large, complex chapter 11 cases. Prime Clerk’s professionals have experience in noticing, claims administration, solicitation, balloting and facilitating other administrative aspects of chapter 11 cases and experience in matters of this size and complexity. Prime Clerk’s professionals have acted as official claims and noticing agent and/or administrative advisor in a bankruptcy case in this District and in other districts nationwide. Prime Clerk’s active and former cases include: *NewZoom, Inc.*, No. 15-31141 (HB) (Bankr. N.D. Cal.); *Channel Technologies Group, LLC*, No. 16-11912 (DS) (Bankr. C.D. Cal.); *Checkout Holding Corp.*, No. 18-12794 (KG) (Bankr. D. Del.); *Fairway Energy, LP*, No. 18-12684 (LSS) (Bankr. D. Del.); *Dixie Electric, LLC*, No. 18-12477 (KG) (Bankr. D. Del.); *New MACH Gen GP, LLC*, No. 18-11369 (MFW) (Bankr. D. Del.); *Gibson Brands, Inc.*, No. 18-11028 (CSS) (Bankr. D. Del.); *Bertucci’s Holdings, Inc.*, No. 18-10894 (MFW) (Bankr. D. Del.); *EV Energy Partners, L.P.*, No. 18-10814 (CSS) (Bankr. D. Del.); *Claire’s Stores, Inc.*, No. 18-10584 (MFW) (Bankr. D. Del.); *The Bon-Ton Stores, Inc.*, No. 18-10248 (MFW) (Bankr. D. Del.); *Orchard Acquisition Company, LLC*, No. 17-12914 (KG) (Bankr. D. Del.); *Rentech WP U.S., Inc.*, No.

¹ Capitalized terms used but not otherwise herein defined have the meanings ascribed to such terms in the Application.

1 17-12958 (CSS) (Bankr. D. Del.); *Appvion, Inc.*, No. 17-12082 (KJC) (Bankr. D. Del.); *Global*
2 *Brokerage, Inc.*, No. 17-13532 (MEW) (Bankr. S.D.N.Y.); *Global A&T Electronics Ltd.*, No. 17-23931
3 (RDD) (Bankr. S.D.N.Y.); *Pacific Drilling S.A.*, No. 17-13193 (MEW) (Bankr. S.D.N.Y.); *Walter*
4 *Investment Management Corporation*, No. 17-13446 (JLG) (Bankr. S.D.N.Y.); *Castex Energy Partners,*
5 *L.P.*, No. 17-35835 (MI) (Bankr. S.D. Tex.); *Toys “R” Us, Inc.*, No. 17-34665 (KLP) (Bankr. E.D. Va.);
6 *TK Holdings Inc.*, No. 17-11375 (BLS) (Bankr. D. Del.); *Ultrapetrol (Bahamas) Limited*, No. 17-22168
7 (RDD) (Bankr. S.D.N.Y.); and *General Wireless Operations Inc. dba RadioShack*, No. 17-10506 (BLS)
8 (Bankr. D. Del.).

9 As Administrative Advisor, Prime Clerk will perform the bankruptcy administration
10 services specified in the Section 327 Application and the Engagement Agreement. In performing such
11 services, Prime Clerk will charge the Debtors the rates set forth in the Engagement Agreement, which is
12 attached as **Exhibit B** to the Section 327 Application.

13 Prime Clerk is a “disinterested person” as that term is defined in section 101(14) of the
14 Bankruptcy Code, in that Prime Clerk and its professional personnel:

- 15 a. are not creditors, equity security holders, or insiders of the Debtors;
- 16 b. are not and were not, within two years before the date of the filing of these cases,
17 directors, officers, or employees of the Debtors; and
- 18 c. do not have an interest materially adverse to the interest of the Debtors’ estates or of any
19 class of creditors or equity security holders, by reason of any direct or indirect relationship
to, connection with, or interest in, the Debtors.

20 I caused to be submitted for review by our conflicts system the names of all known potential
21 parties-in-interest (the “**Potential Parties in Interest**”) in these Chapter 11 Cases. The list of Potential
22 Parties in Interest was provided by the Debtors and included Debtors, current and former directors and
23 officers of the Debtors, significant stockholders, lenders, the Debtors’ 50 largest unsecured creditors on
24 a consolidated basis, contract counterparties, landlords, vendors, insurers, utilities, governmental
25 authorities, the United States Trustee and persons employed in the office of the United States Trustee,
26 and other parties.
27

28 The results of the conflict check were compiled and reviewed by Prime Clerk professionals under

1 my supervision. At this time, and as set forth in further detail herein, Prime Clerk is not aware of any
2 connection that would present a disqualifying conflict of interest. Should Prime Clerk discover any new
3 relevant facts or connections bearing on the matters described herein during the period of its retention,
4 Prime Clerk will use reasonable efforts to file promptly a supplemental declaration.

5
6 To the best of my knowledge, and based solely upon information provided to me by the Debtors,
7 and except as provided herein, neither Prime Clerk, nor any of its professionals, has any materially
8 adverse connection to the Debtors, their creditors or other relevant parties. Prime Clerk may have
9 relationships with certain of the Debtors' creditors as vendors or in connection with cases in which Prime
10 Clerk serves or has served in a neutral capacity as claims and noticing agent and/or administrative advisor
11 for another chapter 11 debtor.

12
13 Certain of Prime Clerk's professionals were partners of or formerly employed by firms that are
14 providing or may provide professional services to parties in interest in these cases. Such firms include
15 Kirkland & Ellis LLP; Weil, Gotshal & Manges LLP ("**Weil**"); O'Melveny & Myers LLP; Mayer Brown
16 LLP; Fried, Frank, Harris, Shriver & Jacobson LLP; Bracewell LLP; Proskauer Rose LLP
17 ("**Proskauer**"); Curtis, Mallet-Prevost, Colt & Mosle LLP; Baker & Hostetler LLP; Togut, Segal &
18 Segal LLP; Hughes Hubbard & Reed LLP; Gibson, Dunn & Crutcher LLP; Centerview Partners LLC;
19 KPMG LLP; Epiq Bankruptcy Solutions, LLC; Donlin, Recano & Company, Inc. and Kurtzman Carson
20 Consultants LLC. Except as may be disclosed herein, these professionals did not work on any matters
21 involving the Debtors while employed by their previous firms. Moreover, these professionals were not
22 employed by their previous firms when these Chapter 11 Cases were filed.

23
24 I was previously a partner at Weil, counsel to the Debtors in these Chapter 11 Cases. Shira D.
25 Weiner, General Counsel of Prime Clerk, was formerly an associate at Weil. Christina Pullo, Senior
26 Director of Solicitation and Public Securities at Prime Clerk, was previously an associate at Weil.
27 Certain other employees of Prime Clerk were also formerly associates at Weil. I left Weil in March
28

1 2011, Ms. Weiner left Weil in February 2008, and Ms. Pullo left Weil in May 2009. Neither I, nor Ms.
2 Weiner, Ms. Pullo, or any other former Weil associates now working at Prime Clerk worked on any
3 matters involving the Debtors during their time at Weil.

4 Stephen Karotkin is a partner at Weil. Mr. Karotkin's son, Joshua Karotkin, a Director at Prime
5 Clerk, has been an employee of Prime Clerk since April 2014. Joshua Karotkin holds no equity interest
6 in Prime Clerk and receives no compensation based upon Prime Clerk's revenue. Furthermore, Joshua
7 Karotkin has been screened from and will perform no work on this matter.

8
9 Prime Clerk hereby also discloses the following connections, each of which Prime Clerk believes
10 does not present an interest adverse to the Debtors and is disclosed solely out of an abundance of caution:

- 11 • Heidi Stern, Chief Financial Officer at Prime Clerk, and Diana Shih, controller at Prime
12 Clerk, were formerly associates at PricewaterhouseCoopers LLP ("PWC"), one of the
13 Debtors' professionals and a non-Debtor professional. Ms. Stern and Ms. Shih left PWC in
14 2011. Neither Ms. Stern nor Ms. Shih worked on any matters involving the Debtors during
15 their time at PWC.
- 16 • Jordan Searles is a Director at Prime Clerk. Mr. Searles' brother, Adam Searles, is a Director
17 at AlixPartners, LLC, one of the Debtors' professionals.
- 18 • Joshua Karotkin is a Director at Prime Clerk. Mr. Karotkin's brother, Samuel Karotkin, is a
19 Vice President at Rothschild Inc., a non-Debtor professional. As stated above, Joshua
20 Karotkin has been screened from and will perform no work on this matter.
- 21 • David Sharp, a Director of Solicitation at Prime Clerk, directly holds preferred shares of the
22 Debtors' public stock. As stated below, Prime Clerk has a policy prohibiting its partners and
23 employees from using confidential information that may come to their attention in the course
24 of their work, and all Prime Clerk partners and employees are barred from trading in securities
25 with respect to matters in which Prime Clerk is retained.
- 26 • Stephanie Basta, Prime Clerk's Chief People Officer, was formerly an associate at Proskauer,
27 a non-Debtor professional. Additionally, Ms. Basta's husband, Paul Basta, is a Partner at
28 Paul, Weiss, Rifkind, Wharton & Garrison LLP, a non-Debtor professional. Ms. Basta's role
at Prime Clerk is purely administrative and, as such, she does not work on any of Prime
Clerk's cases.

Prime Clerk has and will continue to represent clients in matters unrelated to these Chapter 11
Cases. In addition, Prime Clerk and its personnel have and will continue to have relationships personally
or in the ordinary course of business with certain vendors, professionals, financial institutions, and other

1 parties in interest that may be involved in the Debtors' Chapter 11 Cases. Prime Clerk may also provide
2 professional services to entities or persons that may be creditors or parties in interest in these Chapter 11
3 Cases, which services do not directly relate to, or have any direct connection with, these Chapter 11 Cases
4 or the Debtors.

5 Prime Clerk, as well as its personnel in their individual capacities regularly utilizes the services
6 of law firms, investment banking and advisory firms, accounting firms and financial advisors. Such
7 firms engaged by Prime Clerk or its personnel may appear in Chapter 11 Cases representing the Debtors
8 or parties in interest. All engagements where such firms represent Prime Clerk or its personnel in their
9 individual capacities are unrelated to these Chapter 11 Cases.

10 From time to time, Prime Clerk partners or employees personally invest in mutual funds,
11 retirement funds, private equity funds, venture capital funds, hedge funds and other types of investment
12 funds (the "**Investment Funds**"), through which such individuals indirectly acquire a debt or equity
13 security of many companies, one of which may be one of the Debtors or their affiliates, often without
14 Prime Clerk's or its personnel's knowledge. Each Prime Clerk partner or employee generally owns
15 substantially less than one percent of such Investment Fund, does not manage or otherwise control such
16 Investment Fund and has no influence over the Investment Fund's decision to buy, sell or vote any
17 particular security. Each Investment Fund is generally operated as a blind pool, meaning that when the
18 Prime Clerk partners or employees make an investment in the particular Investment Fund, he, she or
19 they do not know what securities the blind pool Investment Fund will purchase or sell, and have no
20 control over such purchases or sales.

21 From time to time, Prime Clerk partners or employees may personally directly acquire a debt or
22 equity security of a company which may be one of the Debtors or their affiliates. Prime Clerk has a
23 policy prohibiting its partners and employees from using confidential information that may come to their
24 attention in the course of their work. In this regard, subject to the foregoing paragraph, all Prime Clerk
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1 partners and employees are barred from trading in securities with respect to matters in which Prime Clerk
2 is retained. Subject to the foregoing paragraph, upon information and belief, and upon reasonable
3 inquiry, Prime Clerk does not believe that any of its partners or employees own any debt or equity
4 securities of a company that is a Debtor or of any of its affiliates.

5
6 Based on the foregoing, I believe that Prime Clerk is a “disinterested person” as that term is
7 defined in section 101(14) of the Bankruptcy Code. Moreover, to the best of my knowledge and belief,
8 neither Prime Clerk nor any of its partners or employees hold or represent any interest materially adverse
9 to the Debtors’ estates.

10 Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and
11 correct to the best of my information, knowledge and belief.

12 Dated March 14, 2019

13 /s/



14 Shai Y. Waisman
15 Chief Executive Officer
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